Union of Myanmar Investment Commission
Form (2) Sr. No. 0936
Dated 30.9.96

The Myanmar Investment Commission

PERMIT

Permit No. 212/96 *Date* 30th SEPTEMBER 1996

The Myanmar Investment Commission issues this Permit under Section 10 of the Union of Myanmar Foreign Investment Law -

(a) Name of Promoter MANAGING DIRECTOR, MYANMAR-ACE METAL INDUSTRIES CO., LTD.

(b) Citizenship MYANMAR

(c) Address NO.2 ENAMEL WARE FACTORY, OKKYIN STATION ROAD, HLAING TOWNSHIP, YANGON

(d) Name and address of principal organization MYANMAR-ACE METAL INDUSTRIES CO., LTD. NO.2 ENAMEL WARE FACTORY, OKKYIN STATION ROAD, HLAING TOWNSHIP, YANGON.

(e) Place of incorporation YANGON

(f) Type of business in which investment is to be made PRODUCTION OF GI SHEETS AND OTHER STEEL RELATED PRODUCTS

(g) Place (s) at which investment is permitted FOOTWARE FACTORY NO. (3) COMPOUND, THANLYIN INDUSTRIAL COMPLEX

(h) Amount of foreign capital US $ 1.938 MILLION

(i) Period for bringing in foreign capital WITHIN 12 MONTHS FROM THE DATE OF INCORPORATION OF JOINT VENTURE COMPANY

(j) Total amount of capital (Kyat) 22.8 MILLION (KYAT TWENTY TWO MILLION EIGHT HUNDRED THOUSAND ONLY)

(k) Permitted duration of investment 10 YEARS

(l) Name of the economic organization to be formed in Myanmar MYANMAR SAI STEEL INDUSTRY CO., LTD.

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုမြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
စာအမှတ် ၀၉၃၄
နေ့စွဲ ၃၀.၉.၉၆

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၂၁၂/၉၆ ၁၉၉၆ခုနှစ်၊ စက်တင်ဘာလ ၃၀ ရက်။

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် ဦးဆောင်သွန်ကြားရေးမှူး၊ မြန်မာ့ဆိုင်းစတီးစက်မှုလုပ်ငန်း ကုမ္ပဏီလီမိတက်

(ခ) မည်သည့်နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ကျွဲရည်သုတ်ပူနွေးစက်ရုံအမှတ် (၂) ၊အုတ်ကျင်း ဘုတာရုံလမ်း ၊ လှိုင်မြို့နယ်၊ ရန်ကုန်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ မြန်မာ့ဆိုင်းစတီးစက်မှုလုပ်ငန်းကုမ္ပဏီလီမိတက်၊ ကျွဲရည်သုတ်ပူနွေးစက်ရုံအမှတ် (၂)၊ အုတ်ကျင်းဘုတာရုံလမ်း၊ လှိုင်မြို့နယ်၊ ရန်ကုန်

(င) ဖွဲ့စည်းရာအရပ်
ရန်ကုန်

(စ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား
အိမ်မိုးသွပ်ပြားများထုတ်လုပ်ခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ)
အမှတ် (၃) ဖိနပ်စက်ရုံဝင်း၊ သန်လျင်စက်မှုဒေသ

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ၁ ၁.၉၃၇ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ဖက်စပ်ကုမ္ပဏီ တည်ထောင်ပြီး (၁၂)လ အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်း ပမာဏ(ကျပ်) ၂၂.၇ သန်း
(ကျပ်နှစ်ဆယ့်နှစ်သန်း ၊ ၇သိန်း တိတိ)

(ဋ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း ၁၀ နှစ်

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းအမည်
MYANMAR SAI STEEL INDUSTRY CO., LTD.

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

GOVERNMENT OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
653 / 691, Merchant Street, Yangon.

Our ref : Ya Ka-1/331/96 (0936)
Dated : 30 September 1996

Tel : 272009, 272855
Fax : 095-01-282101
Tlx : 21368 INVEST BM

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Production of GI Sheets and Other Steel Related Products" under the name of "Myanmar SAI Steel Industry Co., Ltd.".

Reference: Ministry of Industry (1) letter No. 337/1 Sa (1)/96(3809/20) dated 21-8-96.

1. The Myanmar Investment Commission, at its meeting 13/96 held on 23-8-96 had reviewed the proposal for investment in "Production of GI Sheets and Other Steel Related Products" under the name of "Myanmar SAI Steel Industry Co., Ltd." submitted as a Joint Venture among Myanma General and Maintenance Industries, Myanmar-ACE Metal Industries Co., Ltd. and Sumitomo Corporation of Japan. After careful review, it was deliberated that the proposed project be approved in principle for implementation and the proposal be submitted to the Cabinet meeting for final approval.

2. The Cabinet, at its meeting 32/96 held on 25-9-96 resolved to permit the implementation of the said project. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Union of Myanmar Foreign Investment Law and Chapter VI, Rule 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 10(Ten) years and extendible for another 5(Five) years upon mutual agreement among Myanma General and Maintenance Industries, Myanmar-ACE Metal Industries Co., Ltd. and Sumitomo Corporation subject to the approval of the Myanmar Investment Commission.

4. Sumitomo Corporation shall provide the Performance Bank Guarantee to the amount of US $ 190,000 (United States Dollars One Hundred and Ninety Thousand Only) in favour of the Myanma General and Maintenance Industries within 60(Sixty) days after the signing of the agreement.

(h) As per Section-21(h), regarding right to carry forward and set-off up to three consecutive years from the year the loss is sustained following the enjoyment of exemption from income-tax, Myanmar SAI Steel Industry Co., Ltd. shall file the case, if any, to the Ministry of Finance and Revenue in accordance with Section-4 of the Income Tax Amendment Law, 1991.

(i) As per Section-21(i), exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction.

(j) As per Section-21(j), exemption from customs duty and all other internal taxes on such raw materials and additional import of machinery, equipment and spare parts which are actually required for operation of the business shall be granted within three years of commercial operation following the period of construction. However, such imports shall be subject to the approval endorsed by the Ministry of Industry (1).

8. The commercial tax shall be levied as follows:

(a) Commercial tax on exports of the products of Myanmar SAI Steel Industry Co., Ltd. shall be exempted.

(b) Commercial tax on local sales in United States Dollars shall be 2.5 percent.

9. Myanma General and Maintenance Industries shall have to sign the Joint Venture Agreement with Myanmar-ACE Metal Industries Co., Ltd.and Sumitomo Corporation and shall also have to sign the Lease Agreement with Myanmar SAI Steel Industry Co., Ltd.. Myanmar SAI Steel Industry Co., Ltd. shall have to sign Technical Assistance Agreement with Sumitomo Corporation. After signing such agreements, (5) copies each of those shall have to be forwarded to the Commission.

10. Myanmar SAI Steel Industry Co., Ltd., in consultation with the Department of Company Administration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

11. Myanmar SAI Steel Industry Co., Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall be null and void.

12. The official date of operation shall be reported to the Commission.

13. The Commission approves periodical appointments of foreign experts and technicians from abroad as per Proposal.

14. In order to evaluate foreign capital in terms of Kyats and for the purpose of its registration in accordance with the provision under Section-24 of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner.

(a) The amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened.

(b) The detailed lists of the type and value of foreign capital defined under Section-2(h) of the Law, other than foreign currency, to the Chairman, Foreign Capital Evaluation Sub-Committee.

15. Whenever Myanmar SAI Steel Industry Co., Ltd. brings in foreign capital defined under Section-2(h) of the Law, other than foreign currency in the manner stated in paragraph 14(b) mentioned above, the Inspection Certificate endorsed by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

16. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have to be submitted to the Commission as prescribed, vide letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure(1)]

17. Myanmar SAI Steel Industry Co., Ltd. shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

18. Myanmar SAI Steel Industry Co., Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. Hence, it shall observe the directive issued by the Commission vide letter No. Ya Ka-1/139/94 (0440) dated 30-6-94 [Annexure(2)] to undertake all proper treatment systems and other necessary environmental control systems.

19. Myanmar SAI Steel Industry Co., Ltd. shall follow the procedures prescribed by the Commission, vide letter No. Ya Ka-7/408/94 (0424) dated 29-6-94 [Annexure(3)] to expedite the clearance of imports of capital and inter-industry use goods brought in as capital investment and raw materials required during the initial 3-year operation period.

20. Myanmar SAI Steel Industry Co., Ltd., in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter VIII, Rule 15 of the Procedures relating to the Union of Myanmar Foreign Investment Law.

By Order,

Brig.-Gen Maung Maung
Secretary
(Minister at the Deputy Prime Minister's Office)

Managing Director
Myanmar-ACE Metal Industries Co., Ltd.

cc:
1. Office of the Chairman of State Law and Order Restoration Council
2. Office of the State Law and Order Restoration Council
3. Office of the Government of the Union of Myanmar
4. Deputy Prime Minister's Office
5. Ministry of National Planning and Economic Development
6. Ministry of Finance and Revenue
7. Ministry of Commerce
8. Ministry of Industry (1)
9. Ministry of Foreign Affairs
10. Ministry of Home Affairs
11. Ministry of Immigration and Population
12. Ministry of Labour
13. Chairman, Committee for Assisting the Myanmar Investment Commission (Governor, Central Bank of Myanmar)
14. Chairman, Foreign Capital Evaluation Sub-Committee (Director General, Central Equipment Statistics and Inspection Department)
15. Director General, Directorate of Investment and Company Administration
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Managing Director, Myanma Insurance

21. Director General, Directorate of Trade
22. Director General, Immigration and Manpower Department
23. Director General, Directorate of Labour
24. Chairman, Union of Myanmar Chamber of Commerce and Industry

The Myanmar Investment Commission

Union of Myanmar
Form (2) Sr. No. 0935
Dated 30.9.96
Myanmar Investment Commission

PERMIT

Permit No. 211/96 *Date* 30th SEPTEMBER 1996

The Myanmar Investment Commission issues this Permit under Section 10 of the Union of Myanmar Foreign Investment Law -

(a) Name of Promoter MR. KWOK KIAN HAI

(b) Citizenship SINGAPOREAN

(c) Address 15, CARPENTER STREET
SINGAPORE 059904

(d) Name and address of principal organization KOG INVESTMENTS PTE LTD
15, CARPENTER STREET, SINGAPORE 059904

(e) Place of incorporation
SINGAPORE

(f) Type of business in which investment is to be made PRODUCTION, SALES AND DISTRIBUTION OF EDIBLE OILS, FLOUR, INSTANT NOODLES, PACKAGING MATERIALS & ANIMAL FEEDS

(g) Place (s) at which investment is permitted
THANLYIN - KYAUKTAN INDUSTRIAL PARK

(h) Amount of foreign capital US $ 95.0 MILLION

(i) Period for bringing in foreign capital
5 YEARS

(j) Total amount of capital (Kyat)
EQUIVALENT IN KYAT OF US $ 95 MILLION

(k) Permitted duration of investment 50 YEARS

(l) Name of the economic organization to be formed in Myanmar
YANGON OILS AND GRAINS LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
စာအမှတ် ၀၉၃၅
နေ့စွဲ ၃.၁၀.၉၆

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၂၁၁/၉၆ ၁၉၉၆ ခုနှစ်၊ စက်တင်ဘာလ ၃၀ ရက်။

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် MR. KWOK KIAN HAI

(ခ) မည်သည့်နိုင်ငံသား SINGAPOREAN

(ဂ) နေရပ်လိပ်စာ 15, CARPENTER STREET
SINGAPORE 059904

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ KOG INVESTMENTS PTE LTD
15, CARPENTER STREET, SINGAPORE 059904

(င) ဖွဲ့စည်းရာအရပ်
SINGAPORE

(စ) ရင်းနီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား စားသုံးဆီ၊ ဂျုံ၊ အသင့်စား
ခေါက်ဆွဲနှင့်တိရစ္ဆာန်အစာအစာများထုတ်လုပ်၊ ဖြန့်ဖြူး၊ ရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ)
သန်လျင် - ကျောက်တန်း စက်မှုဇုန်

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ၄၅.၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ
၅ နှစ်

(ည) စုစုပေါင်း မတည်ငွေရင်း ပမာဏ(ကျပ်)
အမေရိကန်ဒေါ်လာ ၄၅ သန်းနှင့်သို့မဟုတ်သော မြန်မာကျပ်ငွေ

(ဋ) ရင်းနီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း ၁၀ နှစ်

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းအမည်
YANGON OILS AND GRAINS LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

GOVERNMENT OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
653 / 691, Merchant Street, Yangon.

Our ref : Ya Ka-1/353/96(0935)
Dated : 30 September 1996

Tel : 272009, 272855
Fax : 095-01-282101
Tlx : 21368 INVEST BM

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Production, Sales and Distribution of Edible Oils, Flour, Instant Noodles, Packaging Materials and Animal Feeds" under the name of "Yangon Oils and Grains Ltd.".

1. The Myanmar Investment Commission, at its meeting 14/96 held on 20-9-96 had reviewed the proposal for investment in "Production, Sales and Distribution of Edible Oils, Flour, Instant Noodles, Packaging Materials and Animal Feeds" under the name of "Yangon Oils and Grains Ltd." submitted by KOG Investments Pte. Ltd. of Singapore as a wholly foreign owned investment. After careful review, it was deliberated that the proposed project be approved in principle for implementation and the proposal be submitted to the Cabinet meeting for final approval.

2. The Cabinet, at its meeting 32/96 held on 25-9-96 resolved to permit the implementation of the said project. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Union of Myanmar Foreign Investment Law and Chapter VI, Rule 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50(Fifty) years.

4. Thanlyin-Kyauktan Development Co., Ltd. shall collect from Yangon Oils and Grains Ltd. the annual rent at the rate of US $ 0.9 per square metre per annum of the project area [30 acres (121406 square metres)] to the amount of US $ 110,000 (United States Dollars One Hundred and Ten Thousand Only) and shall then pay to the State.

5. In issuing this "Permit" the Commission has granted the following exemptions and reliefs:
   (a) As per Section-21(a), exemption from income-tax up to three consecutive years from the year of commencement of operation.
   (b) As per Section-21(b), regarding exemption from income-tax on profits of the business if they are maintained in a reserve fund and re-invested therein within one year after the reserve is made, Yangon Oils and Grains Ltd. shall apply for such exemption only after 3-year tax holiday period.

(c) As per Section-21(c), Yangon Oils and Grains Ltd. shall be granted to accelerate depreciation in respect of machinery, equipment, building or other capital assets used in the business to the extent of the original value for the purpose of income-tax assessment. However, Yangon Oils and Grains Ltd. shall have to apply to the Commission such rates of depreciation.

(d) As per Section-21(e), Yangon Oils and Grains Ltd. shall have the right to pay income-tax payable to the State on behalf of foreigners who have come from abroad and are employed in the enterprise and the right to deduct such payment from the assessable income.

(e) As per Section-21(f), the Commission has also approved the right to pay income-tax on the income of the above-mentioned foreigners at the rates applicable to the citizens residing within the country.

(f) As per Section-21(g), regarding the right to deduct from the assessable income such expenses incurred in respect of research and development relating to the enterprise which are actually required and are carried out within the State, Yangon Oils and Grains Ltd.. shall apply, upon actual performance of such research and development programme, only after 3-year tax holiday period.

(g) As per Section-21(h), regarding right to carry forward and set-off up to three consecutive years from the year the loss is sustained following the enjoyment of exemption from income-tax, Yangon Oils and Grains Ltd. shall file the case, if any, to the Ministry of Finance and Revenue in accordance with Section-4 of the Income Tax Amendment Law, 1991.

(h) As per Section-21(i), exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction.

(i) As per Section-21(j), exemption from customs duty and all other internal taxes on such raw materials and additional import of machinery, equipment and spare parts which are actually required for operation of the business shall be granted within three years of commercial operation following the period of construction. However, such imports shall be subject to the approval endorsed by the Ministry of Construction.

6. Yangon Oils and Grains Ltd. shall have to sign the Lease Agreement with Thanlyin-Kyauktan Development Co., Ltd.. After signing such Agreement, (5) copies each of those shall have to be forwarded to the Commission.

7. Yangon Oils and Grains Ltd., in consultation with the Department of Company Administration, Directorate of Investment and Company Administration shall have to be registered.

After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

8. Yangon Oils and Grains Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" or from the date of signing of the Lease Agreement whichever comes later, this "Permit" shall be null and void.

9. The official date of operation shall be reported to the Commission.

10. The Commission approves periodical appointments of foreign experts and technicians from abroad as per Proposal.

11. In order to evaluate foreign capital in terms of Kyats and for the purpose of its registration in accordance with the provision under Section-24 of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner.

(a) The amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened.

(b) The detailed lists of the type and value of foreign capital defined under Section-2(h) of the Law, other than foreign currency, to the Chairman, Foreign Capital Evaluation Sub-Committee.

12. Whenever Yangon Oils and Grains Ltd. brings in foreign capital defined under Section 2(h) of the Law, other than foreign currency in the manner stated in paragraph 11(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

13. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have to be submitted to the Commission as prescribed, vide letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure(1)]

14. Yangon Oils and Grains Ltd. shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

15. Yangon Oils and Grains Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. Hence, it shall observe the directive issued by the Commission vide letter No. Ya Ka-1/139/94 (0440) dated 30-6-94 [Annexure(2)] to undertake all proper treatment systems and other necessary environmental control systems.

16. Yangon Oils and Grains Ltd. shall follow the procedures prescribed by the Commission, vide letter No. Ya Ka-7/408/94 (0424) dated 29-6-94 [Annexure(3)] to expedite the clearance of imports of capital and inter-industry use goods brought in as capital investment and raw materials required during the initial 3-year operation period.

17. Yangon Oils and Grains Ltd., in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter VIII, Rule 15 of the Procedures relating to the Union of Myanmar Foreign Investment Law.

By Order,

Brig-Gen Maung Maung
Secretary
(Minister at the Deputy Prime Minister's Office)

Mr. Kwok Kian Hai
KOG Investments Pte. Ltd.
c/o Director General
Department of Human Settlement and Housing Development

cc:
1. Office of the Chairman of State Law and Order Restoration Council
2. Office of the State Law and Order Restoration Council
3. Office of the Government of the Union of Myanmar
4. Deputy Prime Minister's Office
5. Ministry of National Planning and Economic Development
6. Ministry of Finance and Revenue
7. Ministry of Commerce
8. Ministry of Construction
9. Ministry of Foreign Affairs
10. Ministry of Home Affairs
11. Ministry of Immigration and Population
12. Ministry of Labour
13. Chairman, Committee for Assisting the Myanmar Investment Commission (Governor, Central Bank of Myanmar)
14. Chairman, Foreign Capital Evaluation Sub-Committee (Director General, Central Equipment Statistics and Inspection Department)

15. Director General, Directorate of Investment and Company Administration
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Managing Director, Myanma Insurance
21. Director General, Directorate of Trade
22. Director General, Immigration and Manpower Department
23. Director General, Directorate of Labour
24. Chairman, Union of Myanmar Chamber of Commerce and Industry

Form 8(2) No. 0760
Dated 30.8.96
Union of Myanmar Myanmar Investment Commission

The Myanmar Investment Commission

PERMIT

Permit No. 210/96 Date 30th AUGUST 1996

The Myanmar Investment Commission issues this Permit under Section 10 of the Union of Myanmar Foreign Investment Law -

(a) Name of Promoter DAIGO YOSHIHARU

(b) Citizenship JAPANESE

(c) Address 1-23-2, KANDA-SUDACHO, CHIYODA-KU
TOKYO 101, JAPAN

(d) Name and address of principal organization OHKI CORPORATION
1-23-2, KANDA-SUDACHO, CHIYODA-KU, TOKYO 101, JAPAN

(e) Place of incorporation
JAPAN

(f) Type of business in which investment is to be made
RESIDENTIAL HOTEL SERVICE

(g) Place (s) at which investment is permitted
KABA AYE PAGODA ROAD, YANGON

(h) Amount of foreign capital US$ 28.6 MILLION ONLY

(i) Period for bringing in foreign capital WITHIN 3 YEARS
FROM THE DATE OF ISSUING THE PERMIT

(j) Total amount of capital (Kyat)
EQUIVALENT IN KYAT OF US$ 28.6 MILLION

(k) Permitted duration of investment 30 YEARS

(l) Name of the economic organization to be formed in Myanmar
M.R.H. DEVELOPMENT CO., LTD.

Maung Maung Khin
Chairman
The Myanmar Investment Commission

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၂၁၀/၉၆ ၁၉၉၆ ခုနှစ်၊ ဩဂုတ် လ ၃၀ ရက်။

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် DAIGO YOSHIHARU

(ခ) မည်သည့်နိုင်ငံသား JAPANESE

(ဂ) နေရပ်လိပ်စာ 1-23-2, KANDA -SUDACHO, CHIYODA-KU TOKYO 101, JAPAN

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ OHKI CORPORATION 1-23-2, KANDA-SUDACHO, CHIYODA-KU TOKYO 101 JAPAN

(င) ဖွဲ့စည်းရာအရပ် JAPAN

(စ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား ဟိုတယ်လုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ) ကမ္ဘာ့အေးစေတီလမ်း၊ ရန်ကုန်မြို့

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ၁၂၈.၆ သန်းတိတိ

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ခွင့်ပြုမိန့်ထုတ်ပေးသည့်နေ့မှ ၃ နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်း ပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁၂၈.၆ သန်းတိတိ နှင့်ညီမျှသောကျပ်ငွေ

(ဋ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း နှစ် ၃၀

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းအမည် MRH DEVELOPMENT CO., LTD.

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

GOVERNMENT OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

653 / 691, Merchant Street, Yangon.

Our ref : Ya Ka-1/346/96 (0760)

Dated : 30 August 1996.

Tel : 272219, 272855

Fax : 095-01-282101

Tlx : 21368 INVEST BM

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Marina Residential Hotel" under the name of "M.R.H Development Company Limited".

Reference: Yangon City Development Committee letter No. 0009/1872/Si Pin-Aa Kha(Na Sa Ya) dated 24-6-96.

1. The Myanmar Investment Commission, at its meeting 12/96 held on 9-8-96 had reviewed the proposal for investment in "Marina Residential Hotel" under the name of "M.R.H Development Company Limited" submitted as a wholly foreign owned investment. After careful review, it was deliberated that the proposed project be approved in principle for implementation and the proposal be submitted to the Cabinet meeting for final approval.

2. The Cabinet, at its meeting 30/96 held on 21-8-96 resolved to permit the implementation of the said project. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Union of Myanmar Foreign Investment Law and Chapter VI, Rule 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 30(Thirty) years commencing from the date of official opening of the Marina Residential Hotel under Build, Operate and Transfer Contract and extendible for another three 5(Five) year terms upon mutual agreement between Yangon City Development Committee and M.R.H Development Company Limited subject to the approval of the Myanmar Investment Commission.

4. At the end of the lease period, or any extended period (if any) the Marina Residential Hotel and all material assets associated therewith shall be transferred to the Yangon City Development Committee in a well-maintained condition without any consideration.

5. M.R.H Development Company Limited shall pay the land use premium to the amount of US $ 2,800,000 (United States Dollars Two Million, Eight Hundred Thousand Only) in favour of Yangon City Development Committee in two instalments as follows:

(a) The first instalment of US $ 1,400,000 (United States Dollars One Million, Four Hundred Thousand Only) shall be paid within 30(Thirty) days upon the signing of the Contract. Yangon City Development Committee acknowledges the receipt of US $ 100,000 (United States Dollars One Hundres Thousand Only) as part of the land use premium from M.R.H Development Company Limited and that shall be set-off fro the first instalment.

(b) The second instalment of US $ 1,400,000 (United States Dollars One Million, Four Hundred Thousand Only) shall be paid within 6 (Six) months from the date of signing of the Contract.

6. Commencing from the date of official opening of the Marina Residential Hotel, M.R.H Development Company Limited shall pay to Yangon City Development Committee the lease rent at the rate of US $ 15.00 (United States Dollars Fifteen Only) per square metre per annum on 80 (Eighty) percent of the total floor area. The rental rates are to be reviewed every 5 (Five) years and any increase in rent shall not be more than 15 (Fifteen) percent on each review over the last rent payable.

7. In issuing this "Permit" the Commission has granted the following exemptions and reliefs :

(a) As per Section-21(a), exemption from income-tax up to three consecutive years from the year of commencement of operation.

(b) As per Section-21(b), regarding exemption from income-tax on profits of the business if they are maintained in a reserve fund and re-invested therein within one year after the reserve is made, M.R.H Development Company Limited shall apply for such exemption only after 3-year tax holiday period.

(c) As per Section-21(c), M.R.H Development Company Limited shall be granted to accelerate depreciation in respect of machinery, equipment, building or other assets used in the business to the extent of the original value for the purpose of income-tax assessment. However, M.R.H Development Company Limited shall have to apply to the Commission such rates of depreciation.

(d) As per Section-21(e), M.R.H Development Company Limited shall have the right to pay income-tax payable to the State on behalf of foreigners who have come from abroad and are employed in the enterprise and the right to deduct such payment from the assessable income.

(e) As per Section-21(f), the Commission has also approved the right to pay income-tax on the income of the above-mentioned foreigners at the rates applicable to the citizens residing within the country.

(f) As per Section-21(h), regarding right to carry forward and set-off up to three consecutive years from the year the loss is sustained following the enjoyment of exemption from income-tax, M.R.H Development Company Limited shall file the case, if any, to the Ministry of Finance and Revenue in accordance with Section-4 of the Income Tax Amendment Law, 1991.

(g) As per Section-21(i), exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which they are imported as they are actually required for use during the period of construction.

(h) As per Section-21(j), payment of customs duty and all other internal taxes on food and other raw materials imported for the hotel operation shall be the same as other licenced hotels. Exemption from customs duty and all other internal taxes for the additional import of machinery, equipment, spare parts, electrical and electronic goods, furniture, other equipment and goods which are actually required for business operation shall be granted within three years following the official opening date of the operation. However, such imports shall be subject to the approval endorsed by the Yangon City Development Committee.

8. M.R.H Development Company Limited shall have to sign the Build, Operate and Transfer Agreement and the Lease Agreement with Yangon City Development Committee. After signing of such Agreement, (5) copies each of those shall be forwarded to the Commission.

9. M.R.H Development Company Limited shall have to be registered with the Department of Company Administration, Directorate of Investment and Company Administration. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

10. M.R.H Development Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

11. The date of soft opening (if any) and official date of operation shall be reported to the Commission.

12. The Commission approves periodical appointments of foreign experts and technicians from abroad as per Proposal.

13. In order to evaluate foreign capital in terms of Kyats and for the purpose of its registration in accordance with the provision under Section-24 of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened;

(b) the detailed lists of the type and value of foreign capital defined under Section-2(h) of the Law, other than foreign currency, to the Chairman, Foreign Capital Evaluation Sub-Committee.

14. Whenever M.R.H Development Company Limited brings in foreign capital defined under Section-2(h) of the Law, other than foreign currency in the manner stated in paragraph 13(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

15. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have to be submitted to the Commission as prescribed, vide letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure(1)].

16. M.R.H Development Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

17. M.R.H Development Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. Hence, it shall observe the directive issued by the Commission vide letter No. Ya Ka-1/139/94(0440) dated 30-6-94 [Annexure(2)] to undertake all proper treatment systems and other necessary environmental control systems.

18. M.R.H Development Company Limited shall follow the procedures prescribed by the Commission, vide letter No. Ya Ka-7/408/94(0424) dated 29-6-94 [Annexure(3)] to expedite the clearance of imports of capital and inter-industry use goods brought in as capital investment and raw materials required during the initial 3-year operation period.

19. M.R.H Development Company Limited, in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter VIII, Rule 15 of the Procedures relating to the Union of Myanmar Foreign Investment Law.

By Order,

(Brigadier General Maung Maung)
Secretary
[Minister at the Deputy Prime Minister's Office]

Mr. Daigo Yoshiharu
M.R.H Development Company Limited
c/o The Secretary
Yangon City Development Committee

cc:
1. Office of the Chairman of State Law and Order Restoration Council
2. Office of the State Law and Order Restoration Council
3. Office of the Government of the Union of Myanmar
4. Deputy Prime Minister's Office
5. Ministry of National Planning and Economic Development
6. Ministry of Finance and Revenue
7. Ministry of Commerce
8. Ministry of Hotels and Tourism
9. Ministry of Foreign Affairs
10. Ministry of Home Affairs
11. Ministry of Immigration and Population
12. Ministry of Labour
13. Chairman, Committee for Assisting the Myanmar Investment Commission (Governor, Central Bank of Myanmar)
14. Chairman, Foreign Capital Evaluation Sub-Committee (Director General, Central Equipment, Statistics and Inspection Department)
15. Director General, Directorate of Investment and Company Administration
16. Director General, Customs Department

17. Director General, Internal Revenue Department
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Managing Director, Myanma Insurance
21. Director General, Directorate of Trade
22. Director General, Immigration and Population Department
23. Director General, Directorate of Labour
24. Chairman, Union of Myanmar Chamber of Commerce and Industry

GOVERNMENT OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
653 / 691, Merchant Street, Yangon.

Our ref : Ya Ka-1/349/96 (0735)
Dated : 27 August 1996.

Tel : 272009, 272855
Fax : 095-01-282101
Tlx : 21368 INVEST BM

Subject : **Decision of the Myanmar Investment Commission for "Extension of the Adjacent Area of existing Block (5) in Sagaing Division".**

Reference: Department of Geological Survey and Mineral Exploration Letter No. 443/Ba Da Ya (Pha Sa)/96 dated 4-6-96.

1. The Myanmar Investment Commission, at its meeting 10/96 held on 5-7-96 had reviewed the proposal for "Extension of the Adjacent Area of existing Block (5) (135 square kilometers) in Sagaing Division " in Mineral Prospecting, Mineral Exploration and for the Feasibility Study between Department of Geological Survey and Mineral Exploration and Ivanhoe Myanmar Holdings Limited. After careful review, it was deliberated that the proposed extended area be approved in principle for implementation and the proposal be submitted to the Cabinet meeting for final approval.

2. The Cabinet, at its meeting 25/96 held on 10-7-96 approved the extended area of the said project.

3. The exemptions, reliefs and other appropriate privileges granted for the project shall be the same as those prescribed in vide letter No. Ya Ka-1/259/95(533) dated 10-7-95 issued by the Commission.

4. Ivanhoe Myanmar Holdings Ltd. shall have to provide a sum of US $ 2,500 (United States Dollars Two Thousand Five Hundred Only) as Mineral Prospecting Bonus within 30 (Thirty) days from the Effective Date of the Addendum Agreement in favour of the Department of Geological Survey and Mineral Exploration.

5. Ivanhoe Myanmar Holdings Ltd. shall have to sign Addendum of the Agreement for Mineral Prospecting, Mineral Exploration and for the Feasibility Study of Developing the Gold and Copper Resources in Block No. (5) in Sagaing Division with the Department of Geological Survey and

Mineral Exploration. After signing such agreement, (5) copies each of those shall be forwarded to the Commission.

By Order,

Brig-Gen Maung Maung

Secretary

(Minister at the Deputy Prime Minister's Office)

<u>Director General</u>

<u>Department of Geological Survey and Mineral Exploration</u>

cc:

1. Office of the Chairman of State Law and Order Restoration Council
2. Office of the State Law and Order Restoration Council
3. Office of the Government of the Union of Myanmar
4. Deputy Prime Minister's Office
5. Ministry of National Planning and Economic Development
6. Ministry of Finance and Revenue
7. Ministry of Trade
8. Ministry of Mines
9. Ministry of Foreign Affairs
10. Ministry of Home Affairs
11. Ministry of Immigration and Population
12. Ministry of Labour
13. Chairman, Committee for Assisting the Myanmar Investment Commission (Governor, Central Bank of Myanmar)
14. Chairman, Foreign Capital Evaluation Sub-Committee (Director General, Central Equipment, Statistics and Inspection Department)
15. Director General, Directorate of Investment and Company Administration
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Managing Director, Myanma Insurance
21. Director General, Directorate of Trade
22. Director General, Immigration and Manpower Department
23. Director General, Directorate of Labour

[illegible] Chamber [illegible]

[illegible]

The Myanmar Investment Commission

Form (2) Sr. No. 0759
Dated 30.8.96

Myanmar Investment Commission

PERMIT

Permit No. 209 /96 *Date* 30 AUGUST 1996.

The Myanmar Investment Commission issues this Permit under Section 10 of the Union of Myanmar Foreign Investment Law -

(a) Name of Promoter LEE YONG HAE

(b) Citizenship KOREAN

(c) Address 6th FLOOR, PAIROJKIJJIA COMPLEX, 400 BANGNA TRAD ROAD PRAKANONG, BANGKOK 10260, THAILAND

(d) Name and address of principal organization SV & KS CORPORATION LTD. 6th FLOOR, PAIROJKIJJIA COMPLEX, 400 BANGNA- TRAD ROAD, PRAKANONG, BANGKOK 10260, THAILAND.

(e) Place of incorporation THAILAND

(f) Type of business in which investment is to be made MANUFACTURING AND MARKETING OF WOOD - BASED PRODUCTS

(g) Place (s) at which investment is permitted NO. 103 SAWMILL COMPOUND, AMARAPURA TOWNSHIP, MANDALAY DIVISION

(h) Amount of foreign capital US $ 2.575 MILLION ONLY

(i) Period for bringing in foreign capital WITHIN 14 (FOURTEEN) MONTHS FROM THE DATE OF INCORPORATION OF THE COMPANY

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US $ 2.575 MILLION ONLY

(k) Permitted duration of investment 15 YEARS

(l) Name of the economic organization to be formed in Myanmar SK WOOD INDUSTRIES LTD.

Chairman

The Myanmar Investment Commission

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၂၀၉ / ၉၆ ၁၉၉၆ ခုနှစ်၊ ဩဂုတ် လ ၃၀ ရက်။

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် LEE YONG HAE

(ခ) မည်သည့်နိုင်ငံသား KOREAN

(ဂ) နေရပ်လိပ်စာ 6th FLOOR, PAIROJKIJJIA COMPLEX, 400 BANGNA TRAD ROAD, PRAKANONG BANGKOK 10260, THAILAND.

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ S.V. & KS CORPORATION LTD.
6th FLOOR, PAIROJKIJJIA COMPLEX, 400 BANGNA TRAD ROAD, PRAKANONG, BANGKOK 10260, THAILAND.

(င) ဖွဲ့စည်းရာအရပ် THAILAND

(စ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား သစ်အခြေခံပစ္စည်းများ ထုတ်လုပ်ခြင်းနှင့်ဖြန့်ဖြူးရောင်းချခြင်း

(ဆ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ) အမှတ် ၁၀၃၊ သစ်စက်ဝင်း၊ အမရပူရမြို့နယ်၊ မန္တလေးတိုင်း

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ၂.၁၇၅ သန်းတိတိ

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကုမ္ပဏီဖွဲ့စည်းသည့်နေ့မှ (၁၄) လအတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်း ပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂.၁၇၅ သန်း နှင့်ညီမျှသောကျပ်ငွေ

(ဋ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း ၁၅ နှစ်

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းအမည် SK WOOD INDUSTRIES LTD.

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

GOVERNMENT OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

653 / 691, Merchant Street, Yangon.

Our ref : Ya Ka-1/278/96 (0759)

Dated : 30 August 1996.

Tel : 272219, 272855

Fax : 095-01-282101

Tlx : 21368 INVEST BM

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing and Marketing of Wood-Based Products" under the name of "SK Wood Industries Ltd.".

Reference: Myanma Timber Enterprise letter No. C(96)/701/9000-34 dated 26-7-96.

1. The Myanmar Investment Commission, at its meeting 12/96 held on 9-8-96 had reviewed the proposal for investment in "Manufacturing and Marketing of Wood-Based Products" under the name of "SK Wood Industries Ltd." submitted by SV & KS Corporation Ltd. as a wholly foreign owned investment. After careful review, it was deliberated that the proposed project be approved in principle for implementation and the proposal be submitted to the Cabinet meeting for final approval.

2. The Cabinet, at its meeting 30/96 held on 21-8-96 resolved to permit the implementation of the said project. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Union of Myanmar Foreign Investment Law and Chapter VI, Rule 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 15(Fifteen) years commencing from the date of factory operation and extendable for another two 5(five) years terms under Built, Operate and Transfer (BOT) Contract between Myanma Timber Enterprise and SV & KS Corporation Ltd.. At the end of the project period all the assets of the factory both buildings and machineries shall be transferred to the Myanma Timber Enterprise in running good condition. Thereafter, SV & KS Corporation Ltd. shall have the priority to purchase 50(Fifty) percent of sawmill / factory production through Myanma Timber Enterprise for a period of 10(Ten) years.

reserve is made, SK Wood Industries Ltd. shall apply for such exemption only after three-year tax holiday period.

(c) As per Section-21(c), SK Wood Industries Ltd. shall be granted to accelerate depreciation in respect of machinery, equipment, building or other capital assets used in the business to the extent of the original value for the purpose of income-tax assessment. However, SK Wood Industries Ltd. shall have to apply to the Commission such rates of depreciation.

(d) As per Section-21(d), relief from income-tax up to 50 percent on profits accrued from exports, such relief has to be applied, upon actual performance, following three-year tax holiday period.

(e) As per Section-21(e), SK Wood Industries Ltd. shall have the right to pay income-tax payable to the State on behalf of foreigners who have come from abroad and are employed in the enterprise and the right to deduct such payment from the assessable income.

(f) As per Section-21(f), the Commission has also approved the right to pay income-tax on the income of the above-mentioned foreigners at the rates applicable to the citizens residing within the country.

(g) As per Section-21(h), regarding right to carry forward and set-off up to three consecutive years from the year the loss is sustained following the enjoyment of exemption from income-tax, SK Wood Industries Ltd. shall file the case, if any, to the Ministry of Finance and Revenue in accordance with Section-4 of the Income Tax Amendment Law, 1991.

(h) As per Section-21(i), exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which they are imported as they are actually required for use during the period of construction.

(i) As per Section-21(j), exemption from customs duty and all other internal taxes on such raw materials and additional import of machinery, equipment and spare parts which are actually required for operation of the business shall be granted within three years of commercial operation following the period of construction. However, such imports shall be subject to the approval endorsed by the Ministry of Forestry.

10. Commercial tax on exports of the SK Wood Industries Ltd. shall be exempted.

11. SV & KS Corporation Ltd. shall have to sign the Built, Operate and Transfer (BOT) Contract and Lease Agreement with Myanma Timber Enterprise. After signing such Agreements, (5) copies each of those shall have to be forwarded to the Commission.

12. SK Wood Industries Ltd., in consultation with the Department of Company Administration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

13. SK Wood Industries Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

14. The official date of operation shall be reported to the Commission.

15. The Commission approves periodical appointments of foreign experts and technicians from abroad as per Proposal.

16. In order to evaluate foreign capital in terms of Kyats and for the purpose of its registration in accordance with the provision under Section-24 of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner.

(a) The amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened.

(b) The detailed lists of the type and value of foreign capital defined under Section-2(h) of the Law, other than foreign currency, to the Chairman, Foreign Capital Evaluation Sub-Committee.

17. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have to be submitted to the Commission as prescribed, vide letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure(1)]

18. Whenever SK Wood Industries Ltd. brings in foreign capital defined under Section-2(h) of the Law, other than foreign currency in the manner stated in paragraph 16(b) mentioned above, the

Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

19. SK Wood Industries Ltd. shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

20. SK Wood Industries Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. Hence, it shall observe the directive issued by the Commission vide letter No. Ya Ka-1/139/94 (0440) dated 30-6-94 [Annexure(2)] to undertake all proper treatment systems and other necessary environmental control systems.

21. SK Wood Industries Ltd. shall follow the procedures prescribed by the Commission, vide letter No. Ya Ka-7/408/94 (0424) dated 29-6-94 [Annexure(3)] to expedite the clearance of imports of capital and inter-industry use goods brought in as capital investment and raw materials required during the initial 3-year operation period.

22. SK Wood Industries Ltd., in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter VIII, Rule 15 of the Procedures relating to the Union of Myanmar Foreign Investment Law.

By Order,

(Brig.-Gen Maung Maung)

Secretary

[Minister at the Deputy Prime Minister's Office]

Mr. Lee Yong Hae, Executive Director

SV & KS Corporation Ltd.,

c/o Managing Director

Myanma Timber Enterprise

cc: 1. Office of the Chairman of State Law and Order Restoration Council

2. Office of the State Law and Order Restoration Council
3. Office of the Government of the Union of Myanmar
4. Deputy Prime Minister's Office
5. Ministry of National Planning and Economic Development
6. Ministry of Finance and Revenue
7. Ministry of Commerce
8. Ministry of Forestry
9. Ministry of Foreign Affairs
10. Ministry of Home Affairs
11. Ministry of Immigration and Population
12. Ministry of Labour
13. Chairman, Committee for Assisting the Myanmar Investment Commission (Governor, Central Bank of Myanmar)
14. Chairman, Foreign Capital Evaluation Sub-Committee (Director General, Central Equipment Statistics and Inspection Department)
15. Director General, Directorate of Investment and Company Administration
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Managing Director, Myanma Insurance
21. Director General, Directorate of Trade
22. Director General, Immigration and Manpower Department
23. Director General, Directorate of Labour
24. Chairman, Union of Myanmar Chamber of Commerce and Industry

Union of Myanmar Investment Commission
Form (2)
Sr. No. 0758
Dated 30.8.96

The Myanmar Investment Commission

PERMIT

Permit No. 208/96 *Date* 30th August 1996

The Myanmar Investment Commission issues this Permit under Section 10 of the Union of Myanmar Foreign Investment Law -

(a) Name of Promoter MR. GOH SOO SIAH

(b) Citizenship SINGAPOREAN

(c) Address 23 GREENLEAF DRIVE, SINGAPORE 279536

(d) Name and address of principal organization KUOK (SINGAPORE) LIMITED, 15 CARPENTER STREET, SINGAPORE 059904

(e) Place of incorporation SINGAPORE

(f) Type of business in which investment is to be made BUILDING, OPERATING AND MANAGEMENT OF A COMMERCIAL COMPLEX TO BE KNOWN AS TRADERS SQUARE, YANGON.

(g) Place (s) at which investment is permitted AT THE JUNCTION OF SULE PAGODA ROAD AND ANAWRAHTA ROAD, YANGON.

(h) Amount of foreign capital US $ 128 MILLION ONLY

(i) Period for bringing in foreign capital WITHIN 5 YEARS FROM THE DATE OF ISSUING THE PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US DOLLAR 128 MILLION ONLY

(k) Permitted duration of investment 50 YEARS

(l) Name of the economic organization to be formed in Myanmar TRADERS SQUARE COMPANY LIMITED

Chairman
The Myanmar Investment Commission

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

စာအမှတ် ၁၇၅၈
နေ့စွဲ ၃၀.၈.၉၆

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၂၀၈/၉၆ ၁၉၉၆ ခုနှစ်၊ ဩဂုတ် လ ၃၀ ရက်။

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် MR. GOH SOO SIAH

(ခ) မည်သည့်နိုင်ငံသား SINGAPOREAN

(ဂ) နေရပ်လိပ်စာ 23 GREENLEAF DRIVE, SINGAPORE 279536

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ KUOK (SINGAPORE) LIMITED
15 CARPENTER STREET, SINGAPORE 059904

(င) ဖွဲ့စည်းရာအရပ် SINGAPORE

(စ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား 'TRADERS SQUARE YANGON' အမည်ရှိ စီးပွားရေးအဆောက်အအုံ ဆောက်လုပ်ခြင်းနှင့် စီမံခန့်ခွဲခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ) ဆူးလေဘုရားလမ်းနှင့် အနော်ရထာလမ်း ဒေါင့်၊ ရန်ကုန်မြို့

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ၁၁၂၈ သန်းတိတိ

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်မှ ခွင့်ပြုမိန့် ထုတ်ပေးသည့်နေ့မှစ၍ (၅) နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်း ပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁၁၂၈ သန်း နှင့်ညီမျှသော ကျပ်ငွေ

(ဋ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း ၅၀ နှစ်

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းအမည် TRADERS SQUARE COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

GOVERNMENT OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
653 / 691, Merchant Street, Yangon.

Our ref : Ya Ka-1/342/96 (0758)
Dated : 30 August 1996.

Tel : 272219, 272855
Fax : 095-01-282101
Tlx : 21368 INVEST BM

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Building, Operating and Managing a Commercial Complex" to be known as "Traders Square, Yangon" under the name of " Traders Square Company Limited".

Reference: Directorate of Hotels and Tourism letter No. J-P/S(0537) Dated 2.7.96.

1. The Myanmar Investment Commission, at its meeting 10/96 held on 5-7-96 had reviewed the proposal for investment in "Building, Operating and Managing a Commercial Complex" to be known as "Traders Square, Yangon" under the name of "Traders Square Company Limited" submitted as a wholly foreign owned investment. After careful review, it was deliberated that the proposed project be approved in principle for implementation and the proposal be submitted to the Cabinet meeting for final approval.

2. The Cabinet, at its meeting 30/96 held on 21-8-96 resolved to permit the implementation of the said project. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Union of Myanmar Foreign Investment Law and Chapter VI, Rule 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50(Fifty) years from the date of official opening of the whole Commercial Complex under the Build, Operate and Transfer (BOT) Contract. At the end of the lease period, the land and the Commercial Complex shall be transferred to the Quarter Master General Office without any consideration.

4. Traders Square Company Limited shall pay the sum of US $ 6,750,000 (United States Dollars Six Million, Seven Hundred and Fifty Thousand Only) comprising US $ 4,550,000 (United States Dollars Four Million, Five Hundred and Fifty Thousand Only) as land premium and US $ 2,200,000 (United States Dollars Two Million. Two Hundred Thousand only) as compensation to existing occupiers of the land. The aforesaid sum shall be paid as follows:-

(a) The first tranche of US $ 2,700,000 (United States Dollars Two Million, Seven Hundred Thousand Only) comprising:-

(i) US $ 2,200,000 (United States Dollars Two Million, Two Hundred Thousand Only) shall be paid by Kuok (Singapore) Limited on behalf of Traders Square Company Limited to the Ministry of Hotels and Tourism within 30 (Thirty) days from the date of the execution of the Memorandum of Understanding, as full and final compensation to the existing occupiers of the land and shall be utilized by the Ministry of Hotels and Tourism to settle all claims howsoever arising from the existing occupiers of the land.

(ii) US $ 500,000 (United States Dollars Five Hundred Thousand Only) as the first instalment of the land premium shall be paid by Traders Square Company Limited to Quarter Master General Office within 30 (Thirty) days from the date of the execution of the Memorandum of Understanding.

(b) The second tranche of US $ 2,050,000 (United States Dollars Two Million, Fifty Thousand Only) as the second instalment of the land premium shall be paid by Traders Square Company Limited to Quarter Master General Office within 30 (Thirty) days from the date of signing of the Contract.

(c) The third tranche of US $ 2,000,000 (United States Dollars Two Million Only) as the second instalment of the land premium shall be paid by Traders Square Company Limited to Quarter Master General Office within 30 (Thirty) days from the date of the official opening of the whole Commercial Complex .

5. Traders Square Company Limited shall pay Quarter Master General Office an annual rent as follows:-

(a) The annual rent for the Retail Development and Offices shall be as follows:-

Period	Rent (Percentage of Gross Operating Revenue Per Annum)
- First 10 years commencing from the official opening of the whole Commercial Complex	6.0
- 11th to 15th year	6.3
- 16th to 20th year	6.6
- 21st to 25th year	6.9
- 26th to 30th year	7.2
- From 31st year until expiry of the lease or extended lease (as the case may be)	7.5

(b) The annual rent for the Service Apartment shall be 5.5 percent of Gross Operating Revenue for the period commencing from the date of official opening of the whole Commercial Complex until expiry of the lease or extended lease (as the case may be).

6. The said annual rent shall be subject to a minimum of US $ 450,000 (Unites States Dollars Four Hundred and Fifty Thousand Only) for the first three years commencing from the date of official opening of the whole Commercial Complex and a minimum of US $ 550,000 (Unites States Dollars Five Hundred and Fifty Thousand Only) from the fourth year onwards until expiry of the lease or extended lease (as the case may be).

7. Traders Square Company Limited is permitted to build part of the Commercial Complex over and under the existing Park area on condition that the Park area is not included in the parcel of land leased out for the development and consequently the said Park is still and shall continue to be the property of Yangon City Development Committee. Traders Square Company Limited shall always observe the obligations set out in clauses 6.5, 6.6, 6.7, 6.8 and 6.9 of the Contract.

8. In issuing the "Permit" the Comission has granted the following exemptions and reliefs:-

(a) As per Section-21(a), exemption from income-tax up to three consecutive years from the year of commencement of operation;

(b) As per Section-21(b), regarding exemption from income-tax on the profits of the business if they are maintained in a reserve fund and re-invested therein within one year after the reserve is made, Traders Square Company Limited shall apply for such exemption only after 3-year tax holiday period;

(c) As per Section-21(c), Traders Square Company Limited shall be granted to accelerate depreciation in respect of machinery, equipment, building or other capital assets used in the business to the extent of the original value for the purpose of income-tax assessment. However, Traders Square Company Limited shall have to apply to the Commission such rates of depreciation;

(d) As per Section-21(e), Traders Square Company Limited shall have the right to pay income-tax payable to the State on behalf of foreigners who have come from abroad and are employed in the enterprise and the right to deduct such payment from the assessable income;

(e) As per Section-21(f), Traders Square Company Limited has also been granted the right to pay income-tax on the income of the above-mentioned foreigners at the rates applicable to the citizens residing within the country;

(f) As per Section-21(h), regarding right to carry forward and set-off up to three consecutive years from the year the loss is sustained following the enjoyment of exemption from income-tax, Traders Square Company Limited shall file the case, if any, to the Ministry of Finance and Revenue in accordance with Section-4 of the Income Tax Amendment Law, 1991;

(g) As per Section-21(i), exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which they are imported as they are actually required for use during the period of construction;

(h) As per Section-21(j), exemption from customs duty and all other internal taxes for the additional imports machinery, equipment, spare parts, electrical and electronic goods, furniture, other equipment and goods which are actually required for business operation shall be granted within three years following the official opening date of the operation. However, such imports shall be subject to the approval endorsed by the Quarter Master General Office.

9. Traders Square Company Limited shall have to sign the Build, Operate and Transfer Contract with Quarter Master General Office. A Lease Agreement shall also be signed between Traders Square Company Limited and Quarter Master General Office. After signing of such Contract and Agreement, (5) copies each of those shall be forwarded to the Commission.

10. Traders Square Company Limited, in cosulation with the Department of Company Administration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

11. Traders Square Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

12. The date of soft opening (if any) and the date of official opening of the whole Commercial Complex shall be reported to the Commission.

13. The Commission approves periodical appointments of foreign experts and technicians from abroad as per Proposal.

14. In order to evaluate foreign capital in terms of Kyats and for the purpose of its registration in accordance with the provision under Section-24 of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened;

(b) the detailed lists of the type and value of foreign capital defined under Section-2(h) of the Law, other than foreign currency, to the Chairman, Foreign Capital Evaluation Sub-Committee.

15. Whenever Traders Square Company Limited brings in foreign capital defined under Section-2(h) of the Law, other than foreign currency in the manner stated in paragraph 14(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

16. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have to be submitted to the Commission as prescribed, vide letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure(1)].

17. Traders Square Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

18. Traders Square Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. Hence, it shall observe the directive issued by the Commission vide letter No. Ya Ka-1/139/94(0440) dated 30-6-94 [Annexure(2)] to undertake all proper treatment systems and other necessary environmental control systems.

19. Traders Square Company Limited shall follow the procedures prescribed by the Commission, vide letter No. Ya Ka-7/408/94(0424) dated 29-6-94 [Annexure(3)] to expedite the clearance of imports of capital and inter-industry use goods brought in as capital investment and raw materials required during the initial 3-year operation period.

20. Traders Square Company Limited, in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter VIII, Rule 15 of the Procedures relating to the Union of Myanmar Foreign Investment Law.

By Order,

(Brigadier General Maung Maung)

Secretary

[Minister at the Deputy Prime Minister's Office]

Mr. Goh Soo Siah

Kuok (Singapore) Limited

c/o Director General

Directorate of Hotels and Tourism

cc: 1. Office of the Chairman of State Law and Order Restoration Council
2. Office of the State Law and Order Restoration Council
3. Office of the Government of the Union of Myanmar
4. Deputy Prime Minister's Office
5. Ministry of National Planning and Economic Development
6. Ministry of Finance and Revenue
7. Ministry of Commerce
8. Ministry of Defence
9. Ministry of Hotels and Tourism
10. Ministry of Foreign Affairs
11. Ministry of Home Affairs
12. Ministry of Immigration and Population
13. Ministry of Labour
14. Chairman, Committee for Assisting the Myanmar Investment Commission (Governor, Central Bank of Myanmar)
15. Chairman, Foreign Capital Evaluation Sub-Committee (Director General, Central Equipment Statistics and Inspection Department)
16. Director General, Directorate of Investment and Company Administration

17. Director General, Customs Department
18. Director General, Internal Revenue Department
19. Managing Director, Myanma Foreign Trade Bank
20. Managing Director, Myanma Investment and Commercial Bank
21. Managing Director, Myanma Insurance
22. Director General, Directorate of Trade
23. Director General, Immigration and Manpower Department
24. Director General, Directorate of Labour
25. Chairman, Union of Myanmar Chamber of Commerce and Industry

The Myanmar Investment Commission

Union of Myanmar Myanmar Investment Commission
Form (2)
Sr. No. 0670
Dated 16.8.96

PERMIT

Permit No. 207/96 *Date* 16th AUGUST 1996

The Myanmar Investment Commission issues this Permit under Section 10 of the Union of Myanmar Foreign Investment Law -

(a) Name of Promoter MR. TAN BOON LEE

(b) Citizenship MALAYSIAN

(c) Address 26TH FLOOR, MENARA TAN & TAN, 207, JALAN TUN RAZAK, 50400 KUALA LUMPUR, MALAYSIA

(d) Name and address of principal organization EARNING EDGE SDN,BHD, TAN & TAN GROUP, 207, JALAN TUN RAZAK, 50400 KUALA LUMPUR, MALAYSIA

(e) Place of incorporation MALAYSIA

(f) Type of business in which investment is to be made SERVICES APARTMENTS

(g) Place (s) at which investment is permitted NO. 17 KABE AYE PAGODA ROAD, CORNER OF SEIN LEI MAY AVENUE, YANGON

(h) Amount of foreign capital US $ 15.0 MILLION

(i) Period for bringing in foreign capital WITHIN TWO YEARS FROM THE DATE OF SIGNING OF THE AGREEMENT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US $ 15.0 MILLION

(k) Permitted duration of investment (30) YEARS

(l) Name of the economic organization to be formed in Myanmar MICASA HOTEL LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
(၂)
စာအမှတ် ၀၄၇၀
နေ့စွဲ ၁၄.၈.၉၄

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့် ပြု မိန့်

ခွင့်ပြုမိန့်အမှတ် ၂၀၇/၉၆ .... ၁၉၉၆ခုနှစ်၊ ဩဂုတ် လ ၁၆ ရက်။

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် ..... MR. TAN BOON LEE .....

(ခ) မည်သည့်နိုင်ငံသား ..... MALAYSIAN .....

(ဂ) နေရပ်လိပ်စာ 26TH FLOOR, MENARA TAN & TAN, 207, JALAN TUN RAZAK, 50400 KUALA LUMPUR, MALAYSIA

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ EARNING EDGE SDN, BHD, TAN & TAN GROUP, 207,JALAN TUN RAZAK,50400 KUALA LUMPUR,MALAYSIA

(င) ဖွဲ့စည်းရာအရပ် ..... MALAYSIA .....

(စ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား ..... SERVICES APARTMENTS .....

(ဆ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ) အမှတ် (၁၇) ကမ္ဘာအေး ဘုရားလမ်း၊ စိမ်းလဲ့မေ ရိပ်သာ ဒေါင်း၊ ရန်ကုန်မြို့

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ..... US $ ၁၅.၀ သန်း .....

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ဝင်ချပ်လက်မှတ် ရေးထိုး သည့် နေ့မှ စ၍ (၂) နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်း ပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁၅.၀ သန်း နှင့်သီမျှသော မြန်မာကျပ်ငွေ

(ဋ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း ..... (၃၀) နှစ် .....

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းအမည် ..... MICASA HOTEL LIMITED .....

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

GOVERNMENT OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
653 / 691, Merchant Street, Yangon.

Our ref : Ya Ka-1/317/96 (0670) Tel : 272009, 272855
Dated : 16 August 1996 Fax : 095-01-282101
Tlx : 21368 INVEST BM

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Services Apartments" under the name of "Micasa Hotel Ltd.".

Reference: Department of Human Settlement and Housing Development letter No. Aa Ka Ta/122/96(1576) dated 24-7-96.

1. The Myanmar Investment Commission, at its meeting 11/96 held on 26-7-96 had reviewed the proposal for investment in "Services Apartments" under the name of "Micasa Hotel Limited" submitted by Tan & Tan Development Bhd of Malaysia as a wholly foreign owned investment. After careful review, it was deliberated that the proposed project be approved in principle for implementation and the proposal be submitted to the Cabinet meeting for final approval.

2. The Cabinet, at its meeting 29/96 held on 7-8-96 resolved to permit the implementation of the said project. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Union of Myanmar Foreign Investment Law and Chapter VI, Rule 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 30 (Thirty) years from the date of soft opening of the Services Apartments or from the date of expiry of two years after the date of signing of the Contract, which ever is earlier and extendable for another three 5 (Five) years terms under Build, Operate and Transfer (BOT) Contract between Department of Human Settlement and Housing Development and Micasa Hotel Limited. On expiry of the lease period, the Services Apartments Building with all material assets in such a condition as befits a well-maintained international standard to be of operable condition to the Department of Human Settlement and Housing Development without any consideration.

4. Micasa Hotel Limited shall provide the land use premium of US $ 1.944 million (United states Dollars One Million Nine Hundred and Forty Four Thousand Only) in favour of Department of Human Settlement and Housing Development in two instalment as follows:

(a) the first instalment of US $ 1.0 million (United States Dollars One Million Only) to be paid within one month after signing the BOT Contract.

(b) the second instalment of US $ 0.944 million (United States Dollars Nine Hundred and Fourty Four Thousand Only) to be paid within six months from the date of first instalment payment.

5. Micasa Hotel Limited shall provide the Performance Bank Guarantee to the amount of US $ 150,000 (United States Dollars One Hundred and Fifty Thousand Only) in favour of the Department of Human Settlement and Housing Development within 30 (Thirty) days after signing of the Contract.

6. In issuing this "Permit" the Commission has granted the following exemptions and reliefs:

(a) As per Section-21(a), exemption from income-tax up to three consecutive years from the year of commencement of commercial operation.

(b) As per Section-21(b), regarding exemption from income-tax on profits of the business if they are maintained in a reserve fund and re-invested therein within one year after the reserve is made, Micasa Hotel Limited shall apply for such exemption only after 3-year tax holiday period.

(c) As per Section-21(c), Micasa Hotel Limited shall be granted to accelerate depreciation in respect of machinery, equipment, building or other capital assets used in the business to the extent of the original value for the purpose of income-tax assessment. However, Micasa Hotel Limited shall have to apply to the Commission such rates of depreciation.

(d) As per Section 21(e), Micasa Hotel Limited shall have the right to pay income-tax payable to the State on behalf of foreigners who have come from abroad and are employed in the enterprise and the right to deduct such payment from the assessable income.

(e) As per Section-21(f), the Commission has also approved the right to pay income-tax on the income of the above-mentioned foreigners at the rates applicable to the citizens residing within the country.

(f) As per Section-21(h), regarding right to carry forward and set-off up to three consecutive years from the year the loss is sustained following the enjoyment of exemption from income-tax, Micasa Hotel Limited shall file the case, if any, to the Ministry of Finance and Revenue in accordance with Section-4 of the Income Tax Amendment Law, 1991.

(g) As per Section-21(i), exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which they are imported as they are actually required for use during the period of construction.

(h) As per Section-21(j), exemption from customs duty and all other internal taxes on such raw materials and additional import of machinery, equipment and spare parts which are actually required for operation of the business shall be granted within three years of commercial operation following the period of construction. However, such imports shall be subject to the approval endorsed by Ministry of Construction.

7. The annual rent shall be US $ 15 (United States Dollars Fifteen) per square metre of lettable area, which shall be 80 (Eighty) percent of total built up area (Total floor area). The payment shall be in three equal instalments at the end of July, November and March each year. The annual rent shall also be calculated from the date of soft opening of the Services Apartments which shall not be later than 24 months after the date of signing the contract and revised every five year and the increase of the rent shall not be more than 15 (Fifteen) percent of the preceeding annual rent.

8 Micasa Hotel Limited shall have to sign the Build, Operate and Transfer Contract and the Lease Agreement with the Department of Human Settlement and Housing Development. After signing of such Contract and Agreement, (5) copies each of those shall have to be forwarded to the Commission.

9. Micasa Hotel Limited, in consultation with the Department of Company Administration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

10. Micasa Hotel Limited shall use its best efforts for timely realization of work stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

11. The soft opening and official date of operation shall be reported to the Commission.

12. The Commission approves periodical appointments of foreign experts and technicians from abroad as per Proposal.

13. In order to evaluate foreign capital in terms of Kyats and for the purpose of its registration in accordance with the provision under Section-24 of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner.

(a) The amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened.

(b) The detailed lists of the type and value of foreign capital defined under Section-2(h) of the Law, other than foreign currency, to the Chairman, Foreign Capital Evaluation Sub-Committee.

14. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have to be submitted to the Commission as prescribed, vide letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure(1)]